

**IN THE UNITED STATES DISTRICT COURT
FOR THE WESTERN DISTRICT OF TENNESSEE
WESTERN DIVISION**

JESSICA JONES, et al.,

Plaintiffs,

v.

VARSITY BRANDS, LLC, et al.

Defendants.

Case No. 2:20-cv-02892-SHL-tmp

JURY DEMAND

**DECLARATION OF JOSEPH SAVERI IN SUPPORT OF PLAINTIFFS' MOTION TO
COMPEL DOCUMENTS WITHHELD BY DEFENDANTS CHARLESBANK CAPITAL
PARTNERS LLC AND BAIN CAPITAL PRIVATE EQUITY**

I, Joseph Saveri, declare the following under penalty of perjury:

1. I am a partner at the Joseph Saveri Law Firm, LLP ("JSLF"), counsel for Plaintiffs Jessica Jones and Christina Lorenzen ("Plaintiffs") in *Jones, et al. v. Bain Capital Private Equity, at el.*, case no. 2:20-cv-02892-SHL-tmp. I am a member in good standing of the State Bar of California and have been admitted *pro hac vice* in this Court. I am over 18 years of age and have personal knowledge of the facts stated in this Declaration. If called as a witness, I could and would testify competently.

2. I have been personally involved in the discovery in this case and have taken many of the depositions.

3. Attached as **Exhibit A** is Plaintiffs' First Requests for Production of Documents to Charlesbank, served by Plaintiffs on March 26, 2021.

4. Attached as **Exhibit B** is Plaintiffs' First Requests for Production of Documents to Bain, served by Plaintiffs on March 26, 2021.

5. Attached as **Exhibit C** are Charlesbank's Objections and Responses to Plaintiffs' First Requests for Production of Documents, served On April 26, 2021.

6. Attached as **Exhibit D** are Bain's Objections and Responses to Plaintiffs' First Requests for Production of Documents, served On April 26, 2021.

7. Attached as **Exhibit E** are Charlesbank's Revised Objections and Responses to Plaintiffs' First Requests for Production of Documents, served on December 20, 2021.

8. Attached as **Exhibit F** are Bain's Revised Objections and Responses to Plaintiffs' First Requests for Production of Documents, served on December 20, 2021.

9. After months of negotiation, culminating in the Court ordering Charlesbank and Bain to produce responsive documents, Charlesbank and Bain began rolling documents responsive to these requests. Charlesbank made productions on September 15, 2021 and February 28, 2022, and produced the bulk of its production on April 1, 2022. Bain made productions on September 11, 2021 and February 24, 2022, and produced the bulk of its documents on April 1, 2022. On April 14, 2022, Charlesbank reproduced and corrected 111 of its earlier produced documents that had been improperly redacted for privilege.

10. Attached as **Exhibit G** is a true and correct copy of the subpoena served on Charlesbank in November 2020 in the coordinated *Fusion* action.

11. Attached as **Exhibit H** is a true and correct copy of the subpoena served on Bain in November 2020 in the coordinated *Fusion* action.

12. Joshua Beer's deposition took place on April 20, 2022. Mr. Beer's deposition concluded at 1:17 p.m. Central Time. Charlesbank produced its privilege log after Mr. Beer's deposition at roughly 6:49 p.m. Central Time. Plaintiffs had no idea that Defendant was withholding 1,212 responsive documents and emails of Mr. Beer's.

13. Attached as **Exhibit I** is a copy of Charlesbank's privilege log, which I have re-formatted for filing. In order to make it legible to the Court on a single PDF page, I have deleted the following columns that were included in Charlesbank's privilege log: "PRIVILEGE PARENT ID," "PRIVILEGE ATTACHIDS," "NATIVE TYPE," "CUSTODIAN_ALL," "EMAIL BCC," "DATE CREATED," "DATE SENT," "DATE RECEIVED," "DATE LAST MODIFIED," and "DATE ACCESSED." Charlesbank produced its privilege log on April 20, 2022.

14. Attached as **Exhibit J** is a copy of Bain's privilege log, which I have re-formatted for filing. In order to make it legible to the Court on a single PDF page, I have deleted the following columns that were included in Bain's privilege log: "PRIVILEGE PARENT ID," "PRIVILEGE ATTACHIDS," "NATIVE TYPE," "CUSTODIAN_ALL," "EMAIL BCC," "DATE CREATED," "DATE SENT," "DATE RECEIVED," "DATE LAST MODIFIED," and "DATE ACCESSED." Bain produced its privilege log on April 19, 2022.

15. Attached as **Exhibit K** is a true and correct copy of email correspondence with Charlesbank's counsel Steven Kaiser.

16. On April 26, 2022, Plaintiffs sent a letter to Charlesbank and Bain's counsel, Steven Kaiser, noting the significant deficiencies in the logs and reasserting that Defendants' assertion of privilege had been waived. Attached as **Exhibit L** is a true and correct copy of the letter.

17. There are many unfairly prejudicial consequences of Defendants' conduct. Defendants' delay prevented Plaintiffs from timely addressing or challenging the thousands of responsive documents withheld and redacted for custodians whose depositions had already been taken or were soon to be taken. The delay prevented Plaintiffs from adequately preparing for those depositions—and taking them—because they did not have the benefit of the documents withheld. The delay also prevented Plaintiffs from exploring the factual basis for any of the privilege

claims. The delay also frustrated Plaintiffs issuing additional discovery requests after privilege issues are resolved, since the logs were produced *after* the close of discovery.

18. I declare under penalty of perjury under the laws of the United States that the foregoing is true and correct to the best of my knowledge.

Executed May 2, 2022 in St. Helena, California.

/s/ Joseph R. Saveri
Joseph R. Saveri